

TENNESSEE REGULATORY AUTHORITY

Pat Miller, Chairman
Deborah Taylor Tate, Director
Sara Kyle, Director
Ron Jones, Director



460 James Robertson Parkway
Nashville, Tennessee 37243-0505

April 1, 2005

Mr. James L. Murphy, Counsel
Boult, Cummings, Conners, & Berry, PLLC
1600 Division Street, Suite 700
P.O. Box 340025
Nashville, TN 37203

Mr. Andrew B. Clubok, Counsel
Kirkland & Ellis LLP
655 Fifteen Street, N.W., Suite 1200
Washington, DC 20005

RE: Docket 05-00066: Petition for Approval of Verizon Communications Inc.'s
Acquisition of MCI, Inc.

Dear Messrs Murphy and Clubok:

In order to fully analyze the above-referenced petition, the Tennessee Regulatory Authority (TRA) requires additional information. Please provide the information requested below by April 15, 2005, and refer to this correspondence as Data Request No. 1 in the response.

1. Have the petitioners filed similar petitions or notices in other states? If so, provide a listing of states and action taken.
2. Have the petitioners filed a similar petition with the FCC or other federal agency? If so, list any action taken and the associated file(s) or document number(s). If a schedule to complete the review of your petition has been established by any federal agency, provide such with your response.
3. Provide the number of customers by class of service that MCI have in Tennessee.
4. Will all MCI customers in Tennessee be transferred to Verizon?
5. What telecommunication services will MCI continue to provide under its current CCN in Tennessee after the transfer?
6. Consistent with TRA Rule 1220-4-2-.56(2) (d), provide a current customer notice or letter informing customers of the change in ownership and/or operating authority.

7. Verify all current CCNs issued with the Authority, and provide copies of all current business licenses of MCI filed with the Tennessee Secretary of State's Office.
8. Confirm that petitioners will continue to operate under their present CCNs issued by the Authority and business licenses as filed with the Tennessee Secretary of State's Office.
9. Explain what are current and future plans for existing MCI residential and business customers in Tennessee.
10. Provide pre- and post-merger organization charts.

If you have any questions, or need further assistance, please call Carlos Black at 615-741-2904, ext. 196 or e-mail him at Carlos.Black@state.tn.us. Please respond by sending the original and 13 copies to:

Ms. Sharla Dillon, Docket Room Manager
Tennessee Regulatory Authority
460 James Robertson Parkway
Nashville, TN 37243-0505

Sincerely,



Aster Adams, Chief
Competitive Markets & Policy Division

c: Dulaney L. O'Roark III, Esq.
Kennard B. Woods, Esq
Robert P. Slevin, Esq.
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Russell Perkins, Esq.

Mr. Pat Miller, Chairman
Ms. Sharla Dillon, Docket Room Manager